

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BARCLAYS CAPITAL REAL ESTATE	:	"
HOLDINGS INC.	:	
Petitioner,	:	<u>07</u> Civ. <u>7644</u> (PKL)
	:	
- against -	:	
	:	NOTICE OF PETITION
	:	
REGIONS BANK	:	
	:	
Respondent.	:	
	:	
-----	:	X

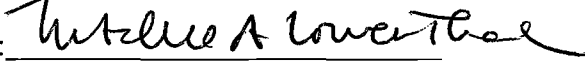
PLEASE TAKE NOTICE that upon the Petition of Barclays Capital Real Estate Holdings Inc., by its attorneys Cleary Gottlieb Steen & Hamilton LLP, dated August 28, 2007, the supporting Declaration of Richard J. Gordon, dated August 28, 2007, together with the exhibits attached thereto, and Petitioner's Memorandum of Law, the Petitioner will petition this Court, pursuant to the Federal Arbitration Act (the "FAA"), 9 U.S.C. § 1 et seq., on a date to be determined at the United States Courthouse, for an order (1) compelling Respondent to submit to final and binding resolution before a Settlement Auditor to be chosen by this Court (absent agreement by the Parties) certain disputes relating to the preparation of the Final Balance Sheet and the calculation of the Final Payoff Amount, all in accordance with Schedule 1.4 of the Agreement; (2) enjoining Respondent from commencing any lawsuit on the same subject matter against Petitioner (including its affiliates, members, employees, officers and agents), in any jurisdiction, without a prior determination of the Settlement Auditor that such action would be outside the scope of its jurisdiction; and (3) requiring Respondent to reimburse Petitioner for the

cost and expenses (plus statutory prejudgment interest thereon) incurred in bringing this motion, on the ground that the refusal to submit to ADR resolution by the Settlement Auditor all of the disagreements described in the Gordon Declaration is a breach of Respondent's commitments under the Agreement.

Dated: New York, New York
August 28, 2007

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: 

Evan A. Davis
Mitchell A. Lowenthal
Jason P. Gottlieb
Anna A. Makanju

One Liberty Plaza
New York, New York 10006
(212) 225-2000

Attorneys for Petitioners Barclays Capital Real
Estate Holdings Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

BARCLAYS CAPITAL REAL ESTATE
HOLDINGS INC.,

Petitioner,

-against-

REGIONS BANK,

Respondent.

___ Civ. _____ ()

NOTICE OF PETITION

CLEARY GOTTlieb STEEN & HAMILTON LLP
ATTORNEYS FOR PETITIONER

ONE LIBERTY PLAZA
BOROUGH OF MANHATTAN
NEW YORK, N Y 10006
(212) 225-2000

COPY RECEIVED

THIS _____ DAY OF _____ 20 _____
